

TORONTO STOCK EXCHANGE

FILING STATEMENT No. 591.
FILED, JULY 13th, 1961.

STANDARD WIRE AND CABLE LIMITED

Full corporate name of Company
Incorporated under The Corporations Act of Ontario by
Letters Patent dated October 22, 1954.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous
Filing Statement No. 524.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	See Schedule A attached on pages 2 & 3.																																	
2. Head office address and any other office address.	70 Wingold Avenue, Toronto, Ontario.																																	
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<table><tr><th colspan="2"><u>OFFICERS</u></th><th><u>Chief Occupations for past 5 years</u></th></tr><tr><th><u>Name and Address</u></th><th><u>Office</u></th><th></th></tr><tr><td>Archie Basen, 29 Hilltop Road, Toronto, Ontario.</td><td>President</td><td>Executive</td></tr><tr><td>Miss I. Langridge, 140 Hanna Road, Leaside, Ontario.</td><td>Secretary-Treasurer</td><td>Secretary</td></tr><tr><th colspan="2"><u>DIRECTORS</u></th><th><u>Chief Occupations for past 5 years</u></th></tr><tr><th><u>Name</u></th><th><u>Address</u></th><th></th></tr><tr><td>Archie Basen</td><td>29 Hilltop Road Toronto, Ontario.</td><td>Executive</td></tr><tr><td>Robert Donald Bell</td><td>31 Otter Crescent, Toronto, Ontario.</td><td>Chartered Accountant</td></tr><tr><td>Harry Wallace Knight, (Sr.)</td><td>561 Avenue Road, Toronto, Ontario.</td><td>Stockbroker</td></tr><tr><td>Isabelle Langridge</td><td>140 Hanna Road, Leaside, Ontario.</td><td>Secretary</td></tr><tr><td>Milton Unger</td><td>561 Avenue Road, Toronto, Ontario.</td><td>Business Promoter</td></tr></table>	<u>OFFICERS</u>		<u>Chief Occupations for past 5 years</u>	<u>Name and Address</u>	<u>Office</u>		Archie Basen, 29 Hilltop Road, Toronto, Ontario.	President	Executive	Miss I. Langridge, 140 Hanna Road, Leaside, Ontario.	Secretary-Treasurer	Secretary	<u>DIRECTORS</u>		<u>Chief Occupations for past 5 years</u>	<u>Name</u>	<u>Address</u>		Archie Basen	29 Hilltop Road Toronto, Ontario.	Executive	Robert Donald Bell	31 Otter Crescent, Toronto, Ontario.	Chartered Accountant	Harry Wallace Knight, (Sr.)	561 Avenue Road, Toronto, Ontario.	Stockbroker	Isabelle Langridge	140 Hanna Road, Leaside, Ontario.	Secretary	Milton Unger	561 Avenue Road, Toronto, Ontario.	Business Promoter
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4. Share capitalization showing authorized and issued and outstanding capital.	79,061 5% cumulative redeemable non-voting preference and 1,000,000 common shares of which 47,115 preference and 500,000 common shares are issued and outstanding.																																	
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	6 1/2% Mortgage payable \$2,000 principal monthly to November 23, 1964, principal balance \$94,000. 6% General Mortgage Bonds, due \$25,000 in 1961 and \$50,000 in 1962-1968 inclusive. Principal outstanding \$375,000. Reference is made to Schedule A hereto.																																	
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Subject to the terms and conditions of the agreement referred to in Schedule A hereto, the Company proposes to sell an aggregate of 400,000 of its common shares as reconstituted to Dobiesco Limited on its own account and for the account of two clients; to offer rights as set out in said agreement; and to grant the options therein referred to.																																	
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Of the 400,000 shares to be acquired by Dobiesco Limited, 150,000 are for the account of A. Basen, 29 Hilltop Road, Toronto, and 100,000 are for the account of M. Unger, 561 Avenue Road, Toronto. The address of Dobiesco Limited is 25 Adelaide St. West, Toronto 1.																																	
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	No payments in cash or securities of the Company have been or are to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.																																	
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to use the proceeds of sale of treasury shares to the extent necessary to implement the proposed compromise or arrangement with its secured and unsecured creditors and to use the balance to reduce the amount of its bank loan and to provide additional working capital.																																	

JUL 25 1961

SCHEDULE A

As at March 31, 1961 the Company's financial position was as shown on the attached financial statement.

The Company has entered into an Agreement dated May 23, 1961 with Messrs. H. W. Knight, Jr., A. Basen and Milton Unger and Dobieco Limited (hereinafter called the "Agreement") pursuant to which:

Section A Upon and subject to acceptance for filing of this filing statement by the Toronto Stock Exchange, confirmation by the shareholders of the Company of an appropriate Special Resolution authorizing application for supplementary letters patent and the issue of such supplementary letters patent,

- (i) The Company's corporate name is to be changed to Associated Standard Wire and Cable Limited or some other acceptable variant of its present name;
- (ii) The Company's 500,000 outstanding common shares without par value are to be consolidated into 100,000 common shares; and
- (iii) An additional 400,000 common shares without par value are to be created.

Section B The Company is to seek the approval of its secured and unsecured creditors and the sanction by the Court of a compromise or arrangement under the Companies' Creditors Arrangement Act providing for,

- (i) Payment in full within 30 days of such sanction to all unsecured creditors whose claims do not exceed \$200 and to certain creditors whose claims are entitled to preferential treatment and all fees, disbursements and expenses of and incidental to the implementation of the Agreement;
- (ii) Payment at the rate of 50 cents on the dollar within 30 days of such sanction to all other unsecured creditors in full settlement of the claims of such creditors;
- (iii) The extension by Industrial Development Bank of the time for payment of the 12 equal consecutive monthly instalments on account of the principal sum owing under its mortgage from the calendar year 1961 to the 12-month period commencing December 23, 1964 and the extension by the holder of the 6% General Mortgage Bonds of the Company of the maturity date of the Bond in the principal amount of \$25,000 from January 15, 1961 to January 15, 1969.

Section C. Upon and subject to the issue of the said supplementary letters patent, the sanction by the Court of the said compromise or arrangement, the release of H. W. Knight, Jr. from any and all claims and demands arising out of guarantees by him in respect of liabilities of the Company to any unsecured creditors, the agreement of the Toronto Stock Exchange to the listing for trading of the 100,000 common shares resulting from the consolidation referred to in Section A (ii) hereof and of an additional 600,000 common shares and the common shares under option hereinafter mentioned and the performance by each of the parties to the Agreement of the obligations of such party under the Agreement,

- (i) Subject to the aforesaid release of H. W. Knight, Jr., he is to deliver to the Company the agreement of unsecured creditors of the Company whose claims aggregate \$251,950 to accept 25 cents on the dollar in full settlement of the amount to which such creditors would otherwise be entitled under the said compromise or arrangement;
- (ii) Messrs. A. Basen, M. Unger and, on behalf of a client, Dobieco Limited are respectively to subscribe for and purchase 150,000, 100,000 and 150,000 common shares of the Company at the price of \$1.00 per

- share;
- (iii) The Company is to offer to the holders of its 100,000 outstanding shares resulting from the consolidation referred to in Section A(ii) hereof rights, to be evidenced by transferable subscription warrants, to subscribe for and purchase at the price of \$1.00 per share additional common shares on the basis of two additional common shares for each share held;
 - (iv) Dobienco Limited is to purchase from the Company at the price of \$1.00 per share all shares not subscribed for pursuant to the exercise of such rights;
 - (v) Each of Messrs. Basen and Unger is to enter into an employment contract with the Company for a period of five years providing, in the case of Basen, for his employment as General Manager of the Company at a minimum specified salary, and in the case of Unger, for his employment as an executive of the Company at a specified salary and in each case granting an option to purchase all or any part of 60,000 common shares at the price of \$1.00 per share exercisable as to 20,000 thereof only after Basen or Unger, as the case may be, has been in the continuous employment of the Company for one year, as to a further 20,000 thereof only after Basen or Unger, as the case may be, has been in the continuous employment of the Company for two years, and as to the remaining 20,000 thereof only after Basen or Unger, as the case may be, has been in the continuous employment of the Company for three years;
 - (vi) The Company is to grant to Dobienco Limited an option to purchase all or part of 100,000 common shares at a price of \$1.50 per share exercisable within one year;
 - (vii) M. Unger and H. W. Knight, Jr. are to vote all shares of the Company owned or controlled by them or either of them or by a company controlled by either of them so as to constitute A. Basen and nominees of A. Basen a majority of the Board of Directors of the Company;
 - (viii) H. W. Knight, Jr., is to sell to the Company and the Company is to purchase from him for cancellation 45,616 5% cumulative redeemable non-voting preference shares of the par value of \$10 each in the capital stock of the Company for \$10,000.

The Special Resolution referred to in Section A hereof has been confirmed at a special general meeting of the shareholders of the Company and the said application for Supplementary Letters Patent has been filed on the basis that such Supplementary Letters Patent are to be issued as of the day on which a prospectus relating to the common shares referred to in Section C hereof is accepted for filing by the Ontario Securities Commission.

The compromise or arrangement referred to in Section B hereof has been approved without variation at meetings of the secured and unsecured creditors of the Company held pursuant to the Order of the Honourable Mr. Justice Aylen dated 13th June, 1961 and an application is to be made on or about the 20th of June, 1961, to the Supreme Court of Ontario pursuant to the provisions of the Companies' Creditors Arrangement Act for the sanction of the Court of the said compromise or arrangement.

STANDARD WIRE AND CABLE LIMITED
AND WHOLLY OWNED SUBSIDIARY

CONSOLIDATED STATEMENT OF OPERATIONS AND DEFICIT

FOR THE TEN MONTHS ENDED MARCH 31, 1961

Net loss from operations before effecting the undernoted deductions		\$ 143,956.33
<u>Add</u> - Depreciation	\$ 41,376.86	
- Interest on long term indebtedness	26,015.28	
- Non-recurring loss on proposed new plant abandoned	168,109.06	235,501.20
		<u>NET LOSS FOR THE PERIOD</u>
		\$ 379,457.53
Deficit at beginning of period		688,582.75
Deficit at end of period		<u>\$1,068,040.28</u>

STANDARD WIRE AND CABLE LIMITED
AND WHOLLY OWNED SUBSIDIARY

PRO FORMA CONSOLIDATED STATEMENT OF DEFICIT

AS AT MARCH 31, 1961

<u>B A L A N C E</u> - As at March 31, 1961		\$1,068,040.28
<u>Less</u> - Forgiveness of debt from ordinary creditors	\$284,708.04	
- Forgiveness of debt from shareholders and others	188,962.50	
- Discount on redemption of preference shares	446,160.00	919,830.54
		\$ 148,209.74
<u>Add</u> - Estimated cost of reorganization		35,000.00
<u>B A L A N C E</u> - As at March 31, 1961		<u>\$ 183,209.74</u>

STANDARD WIRE AND CABLE LIMITED
AND WHOLLY OWNED SUBSIDIARY

CONSOLIDATED STATEMENT OF CAPITAL STOCK AND
PRO FORMA CONSOLIDATED STATEMENT OF CAPITAL STOCK

AS AT MARCH 31, 1961

	<u>BALANCE SHEET</u>	<u>PRO FORMA BALANCE SHEET</u>
<u>Authorized</u>		
79,061 5%, cumulative redeemable non-voting preference shares, par value \$10.00 each		
1,000,000 Common shares, no par value		
<u>Issued</u>		
47,115 Preference shares	\$ 471,150.00	
500,000 Common shares	563,500.00	
<u>Pro forma capital stock</u>		
<u>Authorized</u>		
33,445 5%, cumulative redeemable non-voting preference shares, par value \$10.00 each		
1,000,000 Common shares, no par value		
<u>Issued</u>		
1,499 Preference shares		\$ 14,990.00
700,000 Common shares		1,163,500.00
	<u>\$1,034,650.00</u>	<u>\$1,178,490.00</u>

The accompanying notes form an integral part of these statements.

NOTES TO CONSOLIDATED AND PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

FOR THE TEN MONTHS ENDED MARCH 31, 1961

NOTES

1. CHANGE OF FISCAL YEAR

By resolution of the Board of Directors, the fiscal year end of the company and its wholly owned subsidiary has been changed from May 31, to March 31, commencing with the ten month period ended March 31, 1961.

2. PRINCIPLES OF CONSOLIDATION

The consolidated financial statement include the operations of the wholly owned subsidiary, Beautylink Fence and Wire Limited for the ten months ended March 31, 1961 and the assets and liabilities as at closing date thereof.

3. DEFAULT OF CREDIT AGREEMENTS

The company is in default of payments due on the chattel mortgage and the general mortgage bonds.

4. ARREARS OF DIVIDENDS

No dividends have been declared or paid by the company since the date of incorporation. The liability, if any, for dividends accruing on the issued preference shares to March 31, 1961 has been waived and cancelled (except that waivers were not available for an insignificant portion of such dividends)

5. CONTINGENT LIABILITY

Damages, if any, due to Transmetro Properties Limited not presently determinable, and not to exceed \$25,000.00 have not been provided for in the financial statements.

6. PRO FORMA CONSOLIDATED BALANCE SHEET

- (a) The reorganization of the capital structure of the company as follows:
- (i) The 500,000 outstanding common shares are to be consolidated into 100,000 common shares.
 - (ii) The authorized capital stock will be increased by an additional 400,000 common shares.
 - (iii) The company will purchase for cancellation 45,616 preference shares for a cash consideration of \$10,000.00
 - (iv) The company will issue 600,000 common shares for a cash consideration of \$600,000.00.
- (b) The loans payable to shareholders of \$176,950.00 and a further loan of \$75,000.00 will be fully liquidated by a cash payment of \$62,987.50.
- (c) Liabilities to unsecured creditors totalling \$574,754.45 which represent the total liabilities to unsecured creditors other than those with a preferred position will be fully liquidated by a cash payment of \$290,046.41.
- (d) The periods for repayment of the chattel mortgage bonds and General Mortgage bonds will be extended.
- (e) The costs of reorganization estimated at \$35,000.00 will be paid.

PERLMUTTER, ORENSTEIN, GIDDENS, NEWMAN & Co.

CHARTERED ACCOUNTANTS

TORONTO - LONDON

N. PERLMUTTER S. L. ORENSTEIN
M. PERLMUTTER H. GIDDENS
H. PERLMUTTER G. I. NEWMAN
J. KOFMAN
D. MOSS M. GLICKSMAN
S. AISENBERG I. BROWNER
D. EPSTEIN S. A. BEARG
D. M. PERLMUTTER B. BAUM
T. LOGETTE M. HARRIS
R. CAIT W. MUMULLIN
M. PASTERNAK D. FINE
H. B. APPELBY

121 RICHMOND STREET WEST
TORONTO 1, ONT.
TELEPHONE: EMPIRE 3-3044

June 28, 1961.

To the Shareholders,
Standard Wire and Cable Limited,
70 Wingold Avenue,
Toronto, Ontario.

Dear Sirs:

We have examined the accompanying Consolidated and Pro Forma Consolidated Balance Sheet of Standard Wire and Cable Limited and its wholly owned subsidiary, Beautylink Fence and Wire Limited as at March 31, 1961 and the Consolidated Statement of Operations and Deficit and Pro Forma Consolidated Statement of Deficit for the ten months ended on that date. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion, the accompanying Consolidated Balance Sheet and Consolidated Statement of Operations and Deficit, together with the notes thereto, present fairly the consolidated financial position of the company and its wholly owned subsidiary as at March 31, 1961, and the results of the consolidated operations for the ten months ended on that date, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

In our opinion, the accompanying Pro Forma Consolidated Balance Sheet and Pro Forma Consolidated Statement of Deficit present fairly the consolidated financial position of the company and its wholly owned subsidiary as at March 31, 1961 after giving effect to the transactions set forth in Note 6 thereto.

Respectfully submitted,

"PERLMUTTER, ORENSTEIN, GIDDENS, NEWMAN & CO."

Chartered Accountants.

There are no material changes in the items on the balance sheet since the date thereof.

Dated at Toronto this 13th day of July, 1961.

P. B. Bavin
Director

I. Langridge
Director

STANDARD WIRE AND CABLE LIMITED
AND WHOLLY OWNED SUBSIDIARY

CONSOLIDATED STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE TEN MONTHS ENDING MARCH 31, 1961

SOURCE OF FUNDS

Proceeds from issue of general mortgage bonds		\$375,000.00
Increase of loans payable		116,020.41
Liability incurred with Transmetro Properties Limited		92,942.54
Decrease in inventories		81,250.07
Proceeds from transfer of land	\$ 67,937.50	
Less - Mortgage payable thereon assumed	<u>67,937.50</u>	-
Loan repaid to the company by a director		20,000.00
Decrease in sundry assets and prepaid expenses		5,645.04
Reduction in cash position		1,275.47
Increase in accounts payable and accrued liabilities		<u>2,014.85</u>
		<u>\$694,148.38</u>

APPLICATION OF FUNDS

Net loss		\$379,457.53
Less - Depreciation on fixed assets	\$41,376.86	
Less - Loss on transfer of land	<u>17,493.67</u>	<u>58,870.53</u>
Reduction of bank advances		334,619.16
Decrease in chattel mortgage payable		16,000.00
Decrease in balance due finance companies		3,724.41
Additions to fixed assets - net		12,921.88
Increase in accounts receivable - net		3,937.88
Decrease in customers' deposits on reels		<u>2,358.05</u>
		<u>\$694,148.38</u>

Signed on behalf of the Board:

H.W. KNIGHT

Director.

H.W. Knight

I. LANGRIDGE

Director.

I. Langridge

In our opinion, the above Consolidated Statement of Source and Application of Funds has been prepared in accordance with generally accepted accounting principles and properly reflects the transactions for the period under review.

Respectfully submitted,

"PERLMUTTER, ORENSTEIN, GIDDENS, NEWMAN & CO."

Chartered Accountants.

Toronto, July 12, 1961.

There are no material changes in the items on the statement of source and application of funds since the date thereof other than payments received and made in the ordinary course of business.

Dated at Toronto this 12th day of July, 1961.

P. B. Bavin
Director

I. Langridge
Director

10. Brief statement of company's chief development work during past year.	The Company has continued its business of manufacturing and marketing electrical wire and cable.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not applicable.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	No shares of the Company are held in pool or escrow.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable.
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	1. Draper, Dobie & Co. Ltd., 25 Adelaide Street, West, Toronto, Ontario. 156,250 common shares 2. Jackson McFadyen Securities, Ltd. 27,400 common shares 11 Adelaide St. West, Toronto, Ontario. 3. H. Hentz & Company, 72 Wall Street, New York, N.Y. 27,185 common shares 4. H. W. Knight, Sr., 561 Avenue Road, Toronto, Ontario. 26,250 common shares 5. Ross Knowles & Co., Ltd. 25 Adelaide St. West, Toronto, Ontario. 16,000 common shares The shares registered in the names of Draper, Dobie & Co. Ltd., and H. Hentz & Co. are not beneficially owned by them. Milton Unger owns or controls 70,000 common shares of the Company.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	H. W. Knight, Sr., H. W. Knight, Jr. and M. Unger, if able to solicit proxies, will be in a position materially to affect control of the Company. Reference is made to Section C of Schedule A hereto.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	The Company owns or controls all the issued shares of Beautylink Fence and Wire, Limited, a private Ontario Company, which were issued for \$1,000. There is no market for these shares which in any case are not worth more than \$1,000.
18. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits pending or in process against the Company or its properties.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	In addition to the Agreement referred to in Schedule A, the Company has entered into an Agreement dated December, 1960 with Transmetro Properties Limited which is still in effect and not disclosed in the attached Filing Statement which provides for the surrender by the Company to Transmetro Properties Limited of a lease relating to 7 acres of land in the Township of Etobicoke, the conveyance of 6.834 acres of land adjoining the said 7 acres from the Company to Transmetro Properties Limited, the assumption of the mortgage on such 6.834 acres of land by Transmetro Properties Limited and the payment by the Company to Transmetro Properties Limited of the \$92,942.54 referred to in the balance sheet over a period of time as therein stated and a contingent liability of the Company to Transmetro Properties Limited limited to an additional \$25,000. Transmetro Properties Limited is an unsecured creditor of the Company and will be treated as such under the proposed compromise or arrangement referred to in Schedule A.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. No shares of the Company are in the course of primary distribution to the public.

CERTIFICATE OF THE COMPANY

DATED July 13, 1961

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"A. Basen"

"I. Langridge"

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

DOBIECO LIMITED

"H.W. Knight, Jr."

"C.W. Gooderham"